

IN RE:

Uptown Drink, LLC

Debtor(s)

Case No. _____

Chapter **11**

AMENDED LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

(1) Name of creditor and complete mailing address including zip code	(2) Name, telephone number and complete mailing address, including zip code, of employee, agent or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contract, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to setoff	(5) Amount of claim (if secured also state value of security)
Plaza I, Inc. 9617 Oak Ridge Trail Minnetonka, MN 55305-4642		Loan		98,542.84
Bernick, Lifson, Greenstein, Greene Lisz Attn: Sarah Lynn Krans 5500 Wayzata Boulevard, Suite 1200 Minneapolis, MN 55416		Professional services	Disputed	76,408.07
Johnson Brothers 1999 Shepard Road St. Paul, MN 55116-0328		Trade debt		31,000.00
Plaza I, Inc. 9617 Oak Ridge Trail Minnetonka, MN 55305-4642		Loan		30,000.00
Plaza I, Inc. 9617 Oak Ridge Trail Minnetonka, MN 55305-4642		Trade debt		339,051.86 Collateral: 320,358.14 Unsecured: 18,693.72
US Foods PO Box 1450 Minneapolis, MN 55485		Trade debt		18,220.21
Steven A. Smith, Attorney for Plaintiffs Nichols Kaster, PLLP 4600 IDS Center, 80 S. 8th Street Minneapolis, MN 55402		Verdict		15,667.00
ASCAP 2675 Paves Ferry Road SE Atlanta, GA 30339		Trade debt	Disputed	10,225.45
Minneapolis Finance Department 250 S. Fourth St., Room 230 Minneapolis, MN 55415-1328		Utility		6,000.00
Ace Lock & Safe Co., Inc. 410 Washington Ave N. Minneapolis, MN 55401		Services		5,133.03
UPAC PO Box 212516 Kansas City, MO 64121-2516		Trade debt		4,994.05
Directv PO Box 60036 Los Angeles, CA 90060-0036	Focus Receivables Management 1130 North Chase Pkwy, Suite 150 Marietta, GA 30067	Trade debt	Disputed	4,922.38
Acme Awning 3206 Bloomington Ave. Minneapolis, MN 55407-2219		Trade debt		4,800.00

Loss Control Services 16500 43rd Ave. N. Plymouth, MN 55446		Trade debt		4,500.00
Jorge Barreto 744 Polk St. NE, #12 Minneapolis, MN 55413		Trade debt		3,787.00
Miguel Pena 414 7th Ave. SE, #B404 Minneapolis, MN 55414		Trade debt		3,600.00
Wells Fargo Bank PO Box 14517 Des Moines, IA 50306	West Asset Management Inc. PO Box 790113 St. Louis, MO 63179-0113	Trade debt	Disputed	3,398.33
J & J Glass and Glazing, Inc. 4967 Farmington Ave. SE Delano, MN 55328		Trade debt		3,300.00
Airgas North Central 6191 McKinley Street NW Ramsey, MN 55303	D&S Ltd. 13809 Research Blvd., Suite 800 Austin, TX 78750	Trade debt		3,249.14
Painting Expectation 4433 Chatsworth Street N. Shoreview, MN 55126		Trade debt		2,525.00

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF A CORPORATION OR PARTNERSHIP

I, [the president *or* other officer *or* an authorized agent of the corporation][*or* a member *or* an authorized agent of the partnership] named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date: **November 10, 2011** Signature: **/s/ Michael Whitelaw**

Michael Whitelaw, Officer

(Print Name and Title)

IN RE:

Case No. _____

Uptown Drink, LLC

Chapter **11**

Debtor(s)

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors also must complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NUMBER OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	\$ 0.00		
B - Personal Property	Yes	3	\$ 354,485.24		
C - Property Claimed as Exempt	Yes	1			
D - Creditors Holding Secured Claims	Yes	1		\$ 339,051.86	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	2		\$ 0.00	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	7		\$ 342,796.16	
G - Executory Contracts and Unexpired Leases	Yes	1			
H - Codebtors	Yes	2			
I - Current Income of Individual Debtor(s)	No				\$
J - Current Expenditures of Individual Debtor(s)	No				\$
TOTAL		18	\$ 354,485.24	\$ 681,848.02	

SCHEDULE A - REAL PROPERTY

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a cotenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether the husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim."

If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

DESCRIPTION AND LOCATION OF PROPERTY	NATURE OF DEBTOR'S INTEREST IN PROPERTY	HUSBAND, WIFE, JOINT, OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION	AMOUNT OF SECURED CLAIM
None				
TOTAL			0.00	

(Report also on Summary of Schedules)

IN RE Uptown Drink, LLC

Debtor(s)

Case No.

(If known)

SCHEDULE B - PERSONAL PROPERTY

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether the husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT, OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
1. Cash on hand.		Cash on premises- \$15,000.		15,000.00
2. Checking, savings or other financial accounts, certificates of deposit or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		Associated Bank ATM account- \$0.		0.00
		Associated Bank operating account #XXX0050- \$0.		0.00
		Crown Bank operating account #XXX5963- \$14,024.80		14,024.80
3. Security deposits with public utilities, telephone companies, landlords, and others.	X			
4. Household goods and furnishings, include audio, video, and computer equipment.	X			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
9. Interest in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.		General business and commercial property insurance policy held with State National Ins. Co. Inc. No cash value.		0.00
		Liquor liability insurance policy held with State National Ins. Co. Inc. No cash value.		0.00
		Worker's compensation and employer's liability insurance policy held with Zurich. No cash value.		0.00
10. Annuities. Itemize and name each issue.	X			
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	X			

IN RE Uptown Drink, LLC

Debtor(s)

Case No. _____

(If known)

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

TYPE OF PROPERTY	N O N E	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT, OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and non-negotiable instruments.	X			
16. Accounts receivable.		Funds held by sheriff pursuant to writ of execution for judgment by Bernick- \$34,127.10		34,127.10
		Retainer paid to Morris Law Group- \$3,333.34		3,333.34
17. Alimony, maintenance, support, and property settlements in which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X			
19. Equitable or future interest, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.		Potential attorney malpractice claim v Bernick, Lifson, Greenstein, Greene Lisz		unknown
22. Patents, copyrights, and other intellectual property. Give particulars.	X			
23. Licenses, franchises, and other general intangibles. Give particulars.	X			
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.	X			
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.		Computer systems- \$10,000.		10,000.00
		Kitchen and bar equipment- \$240,000.		240,000.00
29. Machinery, fixtures, equipment, and supplies used in business.	X			
30. Inventory.		Food inventory- \$13,000.		13,000.00
		Liquor inventory- \$25,000.		25,000.00

IN RE Uptown Drink, LLC

Debtor(s)

Case No.

(If known)

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

TYPE OF PROPERTY	N O N E	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT, OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.	X			
TOTAL				354,485.24

SCHEDULE C - PROPERTY CLAIMED AS EXEMPT

Debtor elects the exemptions to which debtor is entitled under: ☐ Check if debtor claims a homestead exemption that exceeds \$146,450. *

(Check one box)

☐ 11 U.S.C. § 522(b)(2)

☐ 11 U.S.C. § 522(b)(3)

DESCRIPTION OF PROPERTY	SPECIFY LAW PROVIDING EACH EXEMPTION	VALUE OF CLAIMED EXEMPTION	CURRENT VALUE OF PROPERTY WITHOUT DEDUCTING EXEMPTIONS
Not Applicable			

* Amount subject to adjustment on 4/1/13 and every three years thereafter with respect to cases commenced on or after the date of adjustment.

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is the creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H – Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim Without Deducting Value of Collateral" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion, if Any" on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND ACCOUNT NUMBER. <i>(See Instructions Above.)</i>	CODEBTOR HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
ACCOUNT NO. 9091 Plaza I, Inc. 9617 Oak Ridge Trail Minnetonka, MN 55305-4642	X	Promissory note and commercial security agreement dated 2005 originally between Americana Community Bank and debtor, and subsequently assigned to Plaza I, Inc. Collateral includes, but is not limited to, all inventory, deposit accounts, chattel paper, instruments, letter-of-credit rights, letters of				339,051.86	18,693.72
ACCOUNT NO.		credit, documents, investment property, money, other rights to payment and performance, and general intangibles. MN Secretary of State Doc. Nos. 201020308107 (05/20/10) and 20102176097 (10/11/10).					
		VALUE \$ 320,358.14					
ACCOUNT NO.							
		VALUE \$					
ACCOUNT NO.							
		VALUE \$					
Subtotal (Total of this page)						\$ 339,051.86	\$ 18,693.72
Total (Use only on last page)						\$ 339,051.86	\$ 18,693.72

0 continuation sheets attached

(Report also on Summary of Schedules.)
(If applicable, report also on Statistical Summary of Certain Liabilities and Related Data.)

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets)

☐ **Domestic Support Obligations**

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

☐ **Extensions of credit in an involuntary case**

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

☐ **Wages, salaries, and commissions**

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$11,725* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

☐ **Contributions to employee benefit plans**

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

☐ **Certain farmers and fishermen**

Claims of certain farmers and fishermen, up to \$5,775* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

☐ **Deposits by individuals**

Claims of individuals up to \$2,600* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

☒ **Taxes and Certain Other Debts Owed to Governmental Units**

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

☐ **Commitments to Maintain the Capital of an Insured Depository Institution**

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507(a)(9).

☐ **Claims for Death or Personal Injury While Debtor Was Intoxicated**

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

* Amounts are subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

1 continuation sheets attached

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

(Continuation Sheet)

Taxes and Other Certain Debts Owed to Governmental Units

(Type of Priority for Claims Listed on This Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE AND ACCOUNT NUMBER. <i>(See Instructions above.)</i>	CODEBTOR HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM	AMOUNT ENTITLED TO PRIORITY	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
ACCOUNT NO. Minnesota Department Of Revenue Bankruptcy Section P.O. Box 64447-BKY St. Paul, MN 55164-0447		2007 to 2010 Sales tax--actual amount to be determined by MN Revenue				unknown		
ACCOUNT NO.								
ACCOUNT NO.								
ACCOUNT NO.								
ACCOUNT NO.								
ACCOUNT NO.								
ACCOUNT NO.								
<div> <div>Sheet no. <u>1</u> of <u>1</u> continuation sheets attached to</div> <div>Schedule of Creditors Holding Unsecured Priority Claims</div> </div>						Subtotal (Totals of this page)	\$	\$
(Use only on last page of the completed Schedule E. Report also on the Summary of Schedules.)						Total	\$	
(Use only on last page of the completed Schedule E. If applicable, report also on the Statistical Summary of Certain Liabilities and Related Data.)						Total		\$

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding unsecured nonpriority claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER. <i>(See Instructions Above.)</i>	CODEBTOR HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. Ace Lock & Safe Co., Inc. 410 Washington Ave N. Minneapolis, MN 55401		Services				5,133.03
ACCOUNT NO. Acme Awning 3206 Bloomington Ave. Minneapolis, MN 55407-2219		Trade debt				4,800.00
ACCOUNT NO. Airgas National Carbonation PO Box 31007 Charlotte, NC 28231-1007		Trade debt				435.11
ACCOUNT NO. Airgas North Central 6191 Mckinley Street NW Ramsey, MN 55303		Trade debt				3,249.14
Subtotal (Total of this page)						\$ 13,617.28
Total (Use only on last page of the completed Schedule F. Report also on the Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data.)						\$

IN RE **Uptown Drink, LLC**

Debtor(s)

Case No. _____

(If known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER. (See Instructions Above.)	CODEBTOR HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. D&S Ltd. 13809 Research Blvd., Suite 800 Austin, TX 78750		Assignee or other notification for: Airgas North Central				
ACCOUNT NO. ASCAP 2675 Paves Ferry Road SE Atlanta, GA 30339		Disputed music licensing fees			X	10,225.45
ACCOUNT NO. Bernick, Lifson, Greenstein, Greene Lisz Attn: Sarah Lynn Krans 5500 Wayzata Boulevard, Suite 1200 Minneapolis, MN 55416	X	2010 to 2011 Default judgment for attorney fees awarded in case captioned: Bernick, Lifson, Greenstein, Greene & Liszt PA vs Drink Inc, UPTOWN DRINK LLC, Downtown Entertainment Ventures LLC, Fun Group Inc, MICHAEL WHITELAW Professional fees / amount disputed			X	76,408.07
ACCOUNT NO. BMI General Licensing P.O. Box 406741 Atlanta, GA 30384-6741		Disputed music licensing fees			X	1,000.00
ACCOUNT NO. Casey Reynolds C/O Bradford Colbert, Attorney 875 Summit Ave, Room 254 St. Paul, MN 55105		Services			X	1,741.72
ACCOUNT NO. Directv PO Box 60036 Los Angeles, CA 90060-0036		Television services			X	4,922.38
ACCOUNT NO. Focus Receivables Management 1130 North Chase Pkwy, Suite 150 Marietta, GA 30067		Assignee or other notification for: Directv				

Sheet no. 1 of 6 continuation sheets attached to
Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal
(Total of this page) \$ **94,297.62**

(Use only on last page of the completed Schedule F. Report also on
the Summary of Schedules, and if applicable, on the Statistical
Summary of Certain Liabilities and Related Data.)

Total
\$

IN RE Uptown Drink, LLC

Debtor(s)

Case No. _____

(If known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER. <i>(See Instructions Above.)</i>	CODEBTOR HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. Hobart Sales And Service, Inc. 7330 Ohms Lane Edina, MN 55439		Trade debt				1,500.00
ACCOUNT NO. J & J Glass and Glazing, Inc. 4967 Farmington Ave. SE Delano, MN 55328		Trade debt				3,300.00
ACCOUNT NO. Johnson Brothers 1999 Shepard Road St. Paul, MN 55116-0328		Trade debt				31,000.00
ACCOUNT NO. Jorge Barreto 744 Polk St. NE, #12 Minneapolis, MN 55413		Services				3,787.00
ACCOUNT NO. Loss Control Services 16500 43rd Ave. N. Plymouth, MN 55446		Trade debt				4,500.00
ACCOUNT NO. Marsh Heating 6248 Lakeland Ave N # 110 Minneapolis, MN 55428-2900		Services				1,191.25
ACCOUNT NO. Michael G. Kissell Ltd. 7100 Northland Circle, Suite 308 Minneapolis, MN 55428		Services				900.00

Sheet no. 2 of 6 continuation sheets attached to
Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal
(Total of this page) \$ **46,178.25**

(Use only on last page of the completed Schedule F. Report also on
the Summary of Schedules, and if applicable, on the Statistical
Summary of Certain Liabilities and Related Data.)

Total
\$

IN RE Uptown Drink, LLC

Debtor(s)

Case No. _____

(If known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER. (See Instructions Above.)	CODEBTOR HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. Miguel Pena 414 7th Ave. SE, #B404 Minneapolis, MN 55414		Services				3,600.00
ACCOUNT NO. Minneapolis Finance Department 250 S. Fourth St., Room 230 Minneapolis, MN 55415-1328		Utility / Water				6,000.00
ACCOUNT NO. Monarch Pest Control 11200 Quebec Av. N. Champlin, MN 55316		Services				97.00
ACCOUNT NO. Nichols Kaster, PLLP 4600 IDS Center, 80 S. 8th Street Minneapolis, MN 55402	X	Attorney fees claimed by judgment plaintiffs' attorney pursuant to plaintiffs' verdict in the amount of \$15,667.			X	unknown
ACCOUNT NO. Northland Fire And Security 4445 W. 77th Street, Suite 125 Minneapolis, MN 55435		Trade debt				311.00
ACCOUNT NO. Painting Expectation 4433 Chatsworth Street N. Shoreview, MN 55126		Services				2,525.00
ACCOUNT NO. Plaza I, Inc. 9617 Oak Ridge Trail Minnetonka, MN 55305-4642		2006 Promissory note				98,542.84

Sheet no. 3 of 6 continuation sheets attached to
Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal
(Total of this page) \$ **111,075.84**

Total
(Use only on last page of the completed Schedule F. Report also on
the Summary of Schedules, and if applicable, on the Statistical
Summary of Certain Liabilities and Related Data.) \$

IN RE Uptown Drink, LLC

Debtor(s)

Case No. _____

(If known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER. (See Instructions Above.)	CODEBTOR HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. Plaza I, Inc. 9617 Oak Ridge Trail Minnetonka, MN 55305-4642		7/2011 Unsecured loan				30,000.00
ACCOUNT NO. Praxair 2455 Rose Gate Roseville, MN 55113		Trade debt		X		500.00
ACCOUNT NO. Roto Rooter 5672 Collection Center Drive Chicago, IL 60693		Services				1,220.00
ACCOUNT NO. Salty Tart 920 East Lake Street Minneapolis, MN 55407		Trade				822.52
ACCOUNT NO. Steven A. Smith, Attorney for Plaintiffs Nichols Kaster, PLLP 4600 IDS Center, 80 S. 8th Street Minneapolis, MN 55402	X	Verdict in employment wage case captioned: Jana Karl, Thomas Rupp, Kyle Pieper, Stephanie Nelson et. al. vs UPTOWN DRINK LLC, Downtown Entertainment Ventures LLC d/b/a Spin Night Club, Michael Whitelaw, Fun Group Inc.				15,667.00
ACCOUNT NO. Summit Food Equipment 2916 Nevada Ave. N. New Hope, MN 55427		Trade debt				484.61
ACCOUNT NO. Superior Knife 8120 N. Central Park Ave. Skokie, IL 60076-2907		Trade debt				267.29

Sheet no. 4 of 6 continuation sheets attached to
Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal
(Total of this page) \$ **48,961.42**

(Use only on last page of the completed Schedule F. Report also on
the Summary of Schedules, and if applicable, on the Statistical
Summary of Certain Liabilities and Related Data.) \$

IN RE Uptown Drink, LLC

Debtor(s)

Case No. _____

(If known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER. (See Instructions Above.)	CODEBTOR HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. Swedlund Services Inc. 25648 200th St. Belle Plaine, MN 56011		Trade debt				275.00
ACCOUNT NO. UPAC PO Box 212516 Kansas City, MO 64121-2516		Trade debt				4,994.05
ACCOUNT NO. US Foods PO Box 1450 Minneapolis, MN 55485		Trade debt				18,220.21
ACCOUNT NO. Van Con C/O Hodge Van Tassel 13093 Mc Kusick Road Stillwater, MN 55082		Trade debt		X		800.00
ACCOUNT NO. Charles A. Beckjord, Attorney 1715 Ford Parkway St. Paul, MN 55116		Assignee or other notification for: Van Con				
ACCOUNT NO. Wells Fargo Bank PO Box 14517 Des Moines, IA 50306		Trade debt		X		3,398.33
ACCOUNT NO. West Asset Management Inc. PO Box 790113 St. Louis, MO 63179-0113		Assignee or other notification for: Wells Fargo Bank				

Sheet no. 5 of 6 continuation sheets attached to
Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal
(Total of this page) \$ **27,687.59**

Total
(Use only on last page of the completed Schedule F. Report also on
the Summary of Schedules, and if applicable, on the Statistical
Summary of Certain Liabilities and Related Data.) \$

IN RE **Uptown Drink, LLC**

Debtor(s)

Case No. _____

(If known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER. <i>(See Instructions Above.)</i>	CODEBTOR	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. Zurich Insurance 8712 Innovation Way Chicago, IL 60682-0087			Trade debt				978.16
ACCOUNT NO. 							
ACCOUNT NO. 							
ACCOUNT NO. 							
ACCOUNT NO. 							
ACCOUNT NO. 							
ACCOUNT NO. 							

Sheet no. **6** of **6** continuation sheets attached to
Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal
(Total of this page) \$ **978.16**

(Use only on last page of the completed Schedule F. Report also on
the Summary of Schedules, and if applicable, on the Statistical
Summary of Certain Liabilities and Related Data.) \$ **342,796.16**

Debtor(s)

(If known)

Case 11-47016

☐ Check this box if debtor has no executory contracts or unexpired leases.

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IN RE Uptown Drink, LLC

Debtor(s)

Case No.

(If known)

SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by the debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight-year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Downtown Entertainment Ventures LLC Inver Grove Heights, MN	Bernick, Lifson, Greenstein, Greene Lisz Attn: Sarah Lynn Krans 5500 Wayzata Boulevard, Suite 1200 Minneapolis, MN 55416 Steven A. Smith, Attorney for Plaintiffs Nichols Kaster, PLLP 4600 IDS Center, 80 S. 8th Street Minneapolis, MN 55402 Nichols Kaster, PLLP 4600 IDS Center, 80 S. 8th Street Minneapolis, MN 55402
Drink Inc. Inver Grove Heights, MN 55076	Bernick, Lifson, Greenstein, Greene Lisz Attn: Sarah Lynn Krans 5500 Wayzata Boulevard, Suite 1200 Minneapolis, MN 55416 Steven A. Smith, Attorney for Plaintiffs Nichols Kaster, PLLP 4600 IDS Center, 80 S. 8th Street Minneapolis, MN 55402 Nichols Kaster, PLLP 4600 IDS Center, 80 S. 8th Street Minneapolis, MN 55402
Fun Group Inc Inver Grove Heights, MN 55076	Bernick, Lifson, Greenstein, Greene Lisz Attn: Sarah Lynn Krans 5500 Wayzata Boulevard, Suite 1200 Minneapolis, MN 55416 Plaza I, Inc. 9617 Oak Ridge Trail Minnetonka, MN 55305-4642 Steven A. Smith, Attorney for Plaintiffs Nichols Kaster, PLLP 4600 IDS Center, 80 S. 8th Street Minneapolis, MN 55402 Nichols Kaster, PLLP 4600 IDS Center, 80 S. 8th Street Minneapolis, MN 55402
Michael Whitelaw Inver Grove Heights, MN 55076	Bernick, Lifson, Greenstein, Greene Lisz Attn: Sarah Lynn Krans 5500 Wayzata Boulevard, Suite 1200 Minneapolis, MN 55416 Steven A. Smith, Attorney for Plaintiffs

IN RE Uptown Drink, LLC

Debtor(s)

Case No. _____

(If known)

SCHEDULE H - CODEBTORS
(Continuation Sheet)

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
	Nichols Kaster, PLLP 4600 IDS Center, 80 S. 8th Street Minneapolis, MN 55402
	Nichols Kaster, PLLP 4600 IDS Center, 80 S. 8th Street Minneapolis, MN 55402

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY BY INDIVIDUAL DEBTOR

I declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of _____ sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date: _____ Signature: _____ Debtor

Date: _____ Signature: _____ (Joint Debtor, if any)

[If joint case, both spouses must sign.]

DECLARATION AND SIGNATURE OF NON-ATTORNEY BANKRUPTCY PETITION PREPARER (See 11 U.S.C. § 110)

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342 (b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required by that section.

Printed or Typed Name and Title, if any, of Bankruptcy Petition Preparer _____ Social Security No. (Required by 11 U.S.C. § 110.) _____
If the bankruptcy petition preparer is not an individual, state the name, title (if any), address, and social security number of the officer, principal, responsible person, or partner who signs the document.

Address

Signature of Bankruptcy Petition Preparer _____ Date _____

Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document, unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional signed sheets conforming to the appropriate Official Form for each person.

A bankruptcy petition preparer's failure to comply with the provision of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the **Officer** _____ (the president or other officer or an authorized agent of the corporation or a member or an authorized agent of the partnership) of the **Uptown Drink, LLC** (corporation or partnership) named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of **19** sheets (*total shown on summary page plus 1*), and that they are true and correct to the best of my knowledge, information, and belief.

Date: **November 10, 2011** Signature: **/s/ Michael Whitelaw**

Michael Whitelaw

(Print or type name of individual signing on behalf of debtor)

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both. 18 U.S.C. §§ 152 and 3571.

IN RE:

Uptown Drink, LLC

Case No. _____

Chapter 11

Debtor(s)

STATEMENT OF FINANCIAL AFFAIRS

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

DEFINITIONS

"In business." A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

"Insider." The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any owner of 5 percent or more of the voting or equity securities of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; any managing agent of the debtor. 11 U.S.C. § 101.

1. Income from employment or operation of business

- None ☐ State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT SOURCE

0.00 YTD: \$1,964,266. gross receipts
2010: \$2,412,805. gross receipts
2009: \$2,700,070. gross receipts

2. Income other than from employment or operation of business

- None ☒ State the amount of income received by the debtor other than from employment, trade, profession, operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

3. Payments to creditors

Complete a. or b., as appropriate, and c.

- None ☒ *a. Individual or joint debtor(s) with primarily consumer debts:* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

None ☐ b. Debtor whose debts are not primarily consumer debts: List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,850.* If the debtor is an individual, indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments and other transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

* Amount subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

NAME AND ADDRESS OF CREDITOR	DATE OF PAYMENTS/TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
Plaza I, Inc. 9617 Oak Ridge Trail Minnetonka, MN 55305-4642	Regular monthly payments only of \$15,750 on 8/31 and 9/29 made pursuant to promissory note and commercial security agreement.	31,500.00	339,051.86
Johnson Brothers 1999 Shepard Road St. Paul, MN 55116-0328	Various paid weekly	72,532.85	31,000.00
US Foods PO Box 1450 Minneapolis, MN 55485	Various paid weekly	91,402.30	18,220.21
ADP (payroll provider) Payment For Withholding Taxes Due To MN Rev And IRS (FICA/FUTA)	Various paid bi-weekly	51,906.83	0.00
Lagoon Partners 510 First Ave. N, #660 Minneapolis, MN 55403	Regular monthly payments of \$29,721 (8/01), \$29,939 (9/01 and 10/01) made pursuant to nonresidential commercial lease.	89,599.00	0.00
Zurich Insurance 8712 Innovation Way Chicago, IL 60682-0087	8/16/11	6,101.16	978.16
XCel Energy PO Box 9477 Minneapolis, MN 55484-9477	8/19; 9/1; 9/16; 10/14	19,296.71	0.00
Frank Thalacker 201 West 15th Street Minneapolis, MN 55403	Employee Manager; payroll paid bi-weekly	9,076.55	0.00

None ☐ c. All debtors: List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
Fun Group Inc Inver Grove Heights, MN 55076 Partner of Debtor	15 dates from 11/24/10 to 12/25/11; payments ranged from \$250 to \$1,750 and were made for actual administrative expenses including office management and office overhead expenses of debtor.	15,750.00	0.00

4. Suits and administrative proceedings, executions, garnishments and attachments

None ☐ a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
Lagoon Partners LLC vs Uptown Drink LLC Case No. 27-CV-HC-11-796	Eviction	Hennepin Housing	Closed and settled
Andrea Kalemba vs Nicholas Edward Dorsey Goebel, Janice Goebel, Brinda-Heilicher of	Dram shop	Hennepin Civil	Stipulated for dismissal

Minneapolis Inc a/k/a Brinda-
Heilicher Inc d/b/a Williams
Uptown Pub and Peanut Bar,
Uptown Drink LLC d/b/a Drink
and/or Uptown Drink and/or
Drink Restaurant & Bar
Case No. 27-CV-11-4473

Hodge Van Tassel dba Van Con Collection \$800
vs Uptown Drink, Lagoon
Partners LLC
Case No. 27-CO-11-8178

Hennepin Civil
Conciliation

Statement of claims
made 10/19/2011
Conciliation Hearing
scheduled 01/04/2012

Jana Karl, Thomas Rupp, Kyle
Pieper, Stephanie Nelson et. al.
vs UPTOWN DRINK LLC,
Downtown Entertainment
Ventures LLC d/b/a Spin Night
Club, Michael Whitelaw, Fun
Group Inc.
Case No. 27-cv-10-1926

Hennepin Civil

Verdict for plaintiffs
\$15,667.

Bernick, Lifson, Greenstein,
Greene & Liszt PA vs Drink Inc,
UPTOWN DRINK LLC, Downtown
Entertainment Ventures LLC,
Fun Group Inc, MICHAEL
WHITELOW
Case No. 27-CV-11-1363

Hennepin Civil

Default judgment
entered

None ☐ b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON FOR WHOSE
BENEFIT PROPERTY WAS SEIZED

DATE OF SEIZURE
Various

DESCRIPTION AND VALUE
OF PROPERTY
Bank levies totaling \$34,127.10

Bernick, Lifson, Greenstein, Greene Lisz
Attn: Sarah Lynn Krans
5500 Wayzata Boulevard, Suite 1200
Minneapolis, MN 55416

5. Repossessions, foreclosures and returns

None ☒ List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

6. Assignments and receiverships

None ☒ a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and joint petition is not filed.)

None ☒ b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

7. Gifts

None ☒ List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

8. Losses

None ☒ List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case **or since the commencement of this case**. (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

9. Payments related to debt counseling or bankruptcy

None ☐ List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under bankruptcy law or preparation of a petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Wartchow Law Office 5200 Willson Road, Ste. 150 Edina, MN 55424	10/26/2011	5,000.00

10. Other transfers

None ☒ a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

None ☒ b. List all property transferred by the debtor within **ten years** immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

11. Closed financial accounts

None ☒ List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

12. Safe deposit boxes

None ☒ List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

13. Setoffs

None ☒ List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

14. Property held for another person

None ☒ List all property owned by another person that the debtor holds or controls.

15. Prior address of debtor

None ☒ If debtor has moved within **three years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

16. Spouses and Former Spouses

None ☒ If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within **eight years** immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

17. Environmental Information

For the purpose of this question, the following definitions apply:

“Environmental Law” means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes or material.

“Site” means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

“Hazardous Material” means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law.

None ☒ a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law.

None ☒ b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

None ☒ c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

18. Nature, location and name of business

None ☒ a. *If the debtor is an individual*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

If the debtor is a partnership, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within **six years** immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

None ☒ b. Identify any business listed in response to subdivision a., above, that is “single asset real estate” as defined in 11 U.S.C. § 101.

The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within six years immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor, or self-employed in a trade, profession, or other activity, either full- or part-time.

(An individual or joint debtor should complete this portion of the statement **only** if the debtor is or has been in business, as defined above, within the six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)

19. Books, records and financial statements

None ☐ a. List all bookkeepers and accountants who within the **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS
Lindsay Brown & Karen Hunter
Uptown Drink LLC
Inver Grove Heights, MN 55076

DATES SERVICES RENDERED
All relevant dates.

Michael G. Kissell, Ltd
Scott A. Thornton, CPA
7100 Northland Circle N., Ste. 401
Minneapolis, MN 55428-1500

Annual tax accountants for all relevant years.

None ☐ b. List all firms or individuals who within the **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME AND ADDRESS

DATES SERVICES RENDERED

Indemnity Insurance

Routine and annual payroll audit conducted by former insurance carrier.

- None ☐ c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME AND ADDRESS

**Minnesota Department Of Revenue
Bankruptcy Section
P.O. Box 64447-BKY
St. Paul, MN 55164-0447**

2007 to 2010 sales tax audit

- None ☐ d. List all financial institutions, creditors, and other parties, including mercantile and trade agencies, to whom a financial statement was issued within the **two years** immediately preceding the commencement of the case by the debtor.

NAME AND ADDRESS

**Americana Community Bank
300 Main Street West
PO Box 559
Sleepy Eye, MN 56085**

DATE ISSUED

Business tax returns provided pursuant to security agreement and promissory note subsequently assigned to Plaza I, Inc.

20. Inventories

- None ☐ a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

DATE OF INVENTORY

Last week of August 2011

INVENTORY SUPERVISOR

Rob Germinaro

DOLLAR AMOUNT OF INVENTORY
(Specify cost, market, or other basis)

Food - \$3,958.

Liquor- \$10,920.

Last week of Sept. 2011

Rob Germinaro

Food - \$10,074.

Liquor- \$39,018.

- None ☒ b. List the name and address of the person having possession of the records of each of the two inventories reported in a., above.

21. Current Partners, Officers, Directors and Shareholders

- None ☐ a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS

**Nedal Abul-Hajj
510 1st Avenue North, #500
Minneapolis, MN 55403**

NATURE OF INTEREST

Partner

PERCENTAGE OF INTEREST

24.500000

**James Rowland
4931 W. 35th Street
St. Louis Park, MN 55416**

Partner

12.250000

**Fun Group, Inc.
510 1st Avenue, #500
Minneapolis, MN 55403**

Partner

63.250000

- None ☒ b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

22. Former partners, officers, directors and shareholders

- None ☒ a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

- None ☒ b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within **one year** immediately preceding the commencement of this case.

23. Withdrawals from a partnership or distributions by a corporation

- None ☒ If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.

24. Tax Consolidation Group

None ☐ If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within **six years** immediately preceding the commencement of the case.

25. Pension Funds.

None ☒ If the debtor is not an individual, list the name and federal taxpayer identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within **six years** immediately preceding the commencement of the case.

[If completed on behalf of a partnership or corporation]

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information, and belief.

Date: **November 10, 2011** Signature: **/s/ Michael Whitelaw**

Michael Whitelaw, Officer

Print Name and Title

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

0 continuation pages attached

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years or both. 18 U.S.C. § 152 and 3571.

IN RE:

Case No. _____

Uptown Drink, LLC

Chapter 11

Debtor(s)

STATEMENT OF COMPENSATION BY ATTORNEY FOR DEBTOR(S)

The undersigned, pursuant to Local Rule 1007-1, Bankruptcy Rule 2016(b) and § 329(a) of the Bankruptcy Code, states that:

1. The undersigned is the attorney for the debtor(s) in this case and files this statement as required by applicable rules.
2. (a) The filing fee paid by the undersigned to the clerk for the debtor(s) in this case is: \$ 1,039.00
(b) The compensation paid or agreed to be paid by the debtor(s) to the undersigned is: \$ 250.00/hr
(c) Prior to filing this statement, the debtor(s) paid to the undersigned: \$ 5,000.00
(d) The unpaid balance due and payable by the debtor(s) to the undersigned is: \$ _____
3. The services rendered or to be rendered include the following:
 - (a) analysis of the financial situation and rendering advice and assistance to the debtor in determining whether to file a petition under Title 11 of the United States Code;
 - (b) preparation and filing of the petition, exhibits, attachments, schedules, statements and lists and other documents required by the court;
 - (c) representation of the debtor(s) at the meeting of creditors;
 - (d) negotiations with creditors; and
 - (e) other services reasonably necessary to represent the debtor(s) in this case.
4. The source of all payments by the debtor(s) to the undersigned was or will be from earnings or other current compensation of the debtor(s), and the undersigned has not received and will not receive any transfer of property other than such payments by the debtor(s), except as follows:
5. The undersigned has not shared or agreed to share with any other person other than with members of undersigned's law firm any compensation paid or to be paid.

Dated: November 10, 2011

/s/ Lynn J.D. Wartchow

Attorney for Debtor(s)

Lynn J.D. Wartchow 0339726

Wartchow Law Office, LLC

5200 Willson Road, Suite 150

Edina, MN 55424-0000

(952) 836-2717 Fax: (952) 836-2730

lynn@wartchowlaw.com